

EXHIBIT B

**PLAINTIFF=S CERTIFICATION OF SECURITIES
FRAUD CLASS ACTION COMPLAINT**

I, Barrie Woolard, hereby certify that the following is true and correct to be best of my knowledge, information and belief:

2. I have reviewed the allegations and claims against Overseas Shipholding Group Inc. and its senior executive officers.

3. I am willing to serve as a representative party on behalf of a class in this action, including providing testimony at deposition and trial, if necessary.

4. My transactions in Overseas Shipholding Group Inc. bonds during the class period of May 1, 2008 through October 22, 2012 are as follows:

DATE	TRANSACTION (buy or sell)	NO. OF BONDS	TOTAL COST
April 5, 2011	Buy	14,000 at 99.30	\$13,902
April 13, 2011	Buy	11,000 at 99.40	\$10,934

5. I did not purchase these securities at the direction of counsel, or in order to participate in any private action arising under the federal securities laws.

6. During the three-year period preceding the date of my signing this Certification, I have never sought to be appointed nor have I ever been appointed as lead plaintiff or class representative in any class action arising under the securities laws of the United States.

7. I will not accept any payment for serving as a representative party on behalf of the Class beyond my *pro rata* shares of any possible recovery, except for an award, as ordered or approved by the court, for reasonable costs and expenses (including lost wages) directly relating to my representation of the Class.

Signed under the penalties of perjury this 17 day of December, 2012.

